AMENDMENTS TO THE CLAIMS

Please amend the claims as follows.

1.-20. (Cancelled)

21. (Currently Amended) A drilling fluid comprising:

an oleaginous fluid, wherein the oleaginous fluid is the continuous phase of the drilling fluid and wherein the oleaginous fluid comprises from about 30% to about 95% by volume of the drilling fluid and the oleaginous fluid of a material selected from a group consisting of diesel oil, mineral oil, synthetic oil, esters, ethers, acetals, di-alkylcarbonates, olefins, and combinations thereof;

a non-oleaginous fluid, wherein the non-oleaginous fluid is the discontinuous phase of the drilling fluid, wherein the non-oleaginous fluid comprises from about 5% to about 70% by volume of said drilling fluid and the non-oleaginous fluid is selected from the group consisting of fresh water, sea water, a brine containing organic or inorganic dissolved salts, a liquid containing water-miscible organic compounds, and combinations thereof;

an organophillic clay, wherein the organophillic clay is present in a concentration of about 0.1% to about 6% by weight;

a primary emulsifier ~~selected from an amidoamine and/or an oleate ester,~~ wherein the primary emulsifier is an amidoamine and is present in a ~~sufficient~~ concentration of 7 to 8 pounds per barrel ~~to stabilize the invert emulsion~~;

a secondary emulsifier, wherein the secondary emulsifier is an oleic acid based wetting agent and is present in a concentration of 1 to 2 pounds per barrel;

a weighting agent, wherein the weighting agent or bridging agent is selected from the group consisting of galena, hematite, magnetite, iron oxides, illmenite, barite, siderite, celestite, dolomite, calcite and combinations thereof; and

a rheology modifier, wherein the rheology modifier is a mixture of C_{12} to C_{22} poly-carboxylic fatty acids, including at least a dimer poly-carboxylic C_{12} to C_{22} fatty acid, and a trimer poly-carboxylic C_{12} to C_{22} fatty acid, wherein the mixture of poly-carboxylic fatty acids is added in sufficient concentration so that the trimeric

poly-carboxylic fatty acid concentration in the drilling fluid is greater than 0.1 pounds per barrel and is up to 5.0 pounds per barrel.

22. – 23. (Cancelled)